

Registre de Commerce et des Sociétés

Numéro RCS : B166277

Référence de dépôt : L160109299

Déposé et enregistré le 21/06/2016

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RCSL Nr. : B166277

Matricule : 2012 2400 469

eCDF entry date : 20/06/2016

BALANCE SHEET

Financial year from ⁰¹ 01/01/2015 to ⁰² 31/12/2015 (in ⁰³ USD)

Pentair International Holding S.à r.l.

26, boulevard Royal

L-2449 Luxembourg

ASSETS

	Reference(s)	Current year	Previous year
A. Subscribed capital unpaid			
I. Subscribed capital not called	1101 _____	101 _____	102 _____
II. Subscribed capital called but unpaid	1103 _____	103 _____	104 _____
	1105 _____	105 _____	106 _____
B. Formation expenses	1107 _____	107 _____	108 _____
C. Fixed assets	1109 _____	109 10.787.565.224,26	110 8.894.275.567,08
I. Intangible fixed assets	1111 _____	111 _____	112 _____
1. Research and development costs	1113 _____	113 _____	114 _____
2. Concessions, patents, licences, trade marks and similar rights and assets, if they were	1115 _____	115 _____	116 _____
a) acquired for valuable consideration and need not be shown under C.I.3	1117 _____	117 _____	118 _____
b) created by the undertaking itself	1119 _____	119 _____	120 _____
3. Goodwill, to the extent that it was acquired for valuable consideration	1121 _____	121 _____	122 _____
4. Payments on account and intangible fixed assets under development	1123 _____	123 _____	124 _____
II. Tangible fixed assets	1125 _____	125 0,00	126 3.981,66
1. Land and buildings	1127 _____	127 _____	128 _____
2. Plant and machinery	1129 _____	129 _____	130 _____

The notes in the annex form an integral part of the annual accounts

	Reference(s)	Current year	Previous year
3. Other fixtures and fittings, tools and equipment	1131 <u>Note 4</u>	131 <u>0,00</u>	132 <u>3.981,66</u>
4. Payments on account and tangible fixed assets under development	1133 _____	133 _____	134 _____
III. Financial fixed assets	1135 <u>Note 5</u>	135 <u>10.787.565.224,26</u>	136 <u>8.894.271.585,42</u>
1. Shares in affiliated undertakings	1137 _____	137 <u>10.578.171.162,94</u>	138 <u>8.685.942.516,85</u>
2. Amounts owed by affiliated undertakings	1139 _____	139 _____	140 _____
3. Shares in undertakings with which the undertaking is linked by virtue of participating interests	1141 _____	141 <u>209.394.061,32</u>	142 <u>208.329.068,57</u>
4. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1143 _____	143 _____	144 _____
5. Securities and other financial instruments held as fixed assets	1145 _____	145 _____	146 _____
6. Loans and claims held as fixed assets	1147 _____	147 _____	148 _____
7. Own shares or own corporate units	1149 _____	149 _____	150 _____
D. Current assets	1151 _____	151 <u>2.387.533.170,47</u>	152 <u>2.078.669.825,98</u>
I. Inventories	1153 _____	153 _____	154 _____
1. Raw materials and consumables	1155 _____	155 _____	156 _____
2. Work and contracts in progress	1157 _____	157 _____	158 _____
3. Finished goods and merchandise	1159 _____	159 _____	160 _____
4. Payments on account	1161 _____	161 _____	162 _____
II. Debtors	1163 _____	163 <u>2.387.523.720,47</u>	164 <u>2.078.649.079,99</u>
1. Trade receivables	1165 _____	165 _____	166 _____
a) becoming due and payable within one year	1167 _____	167 _____	168 _____
b) becoming due and payable after more than one year	1169 _____	169 _____	170 _____
2. Amounts owed by affiliated undertakings	1171 <u>Note 6</u>	171 <u>2.387.521.107,02</u>	172 <u>2.078.564.142,70</u>
a) becoming due and payable within one year	1173 _____	173 <u>455.248.481,24</u>	174 <u>386.044.488,29</u>
b) becoming due and payable after more than one year	1175 _____	175 <u>1.932.272.625,78</u>	176 <u>1.692.519.654,41</u>
3. Amounts owed by undertakings with which the undertaking is linked by virtue of participating interests	1177 _____	177 _____	178 _____
a) becoming due and payable within one year	1179 _____	179 _____	180 _____
b) becoming due and payable after more than one year	1181 _____	181 _____	182 _____

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	Reference(s)	Current year	Previous year
4. Other receivables	1183 _____	183 <u>2.613,45</u>	184 <u>84.937,29</u>
a) becoming due and payable within one year	1185 _____	185 <u>2.613,45</u>	186 <u>84.937,29</u>
b) becoming due and payable after more than one year	1187 _____	187 _____	188 _____
III. Transferable securities and other financial instruments	1189 _____	189 _____	190 _____
1. Shares in affiliated undertakings and in undertakings with which the undertaking is linked by virtue of participating interests	1191 _____	191 _____	192 _____
2. Own shares or own corporate units	1193 _____	193 _____	194 _____
3. Other transferable securities and other financial instruments	1195 _____	195 _____	196 _____
IV. Cash at bank, cash in postal cheque accounts, cheques and cash in hand	1197 _____	197 <u>9.450,00</u>	198 <u>20.745,99</u>
E. Prepayments	1199 <u>Note 7</u>	199 <u>4.806,18</u>	200 <u>27.559,41</u>
TOTAL (ASSETS)		201 <u>13.175.103.200,91</u>	202 <u>10.972.972.952,47</u>

LIABILITIES

	Reference(s)	Current year	Previous year
A. Capital and reserves			
	1301 _____	301 <u>10.608.744.871,69</u>	302 <u>9.174.599.745,33</u>
I. Subscribed capital	1303 <u>Note 8</u>	303 <u>25.000,00</u>	304 <u>17.000,15</u>
II. Share premium and similar premiums	1305 <u>Note 9</u>	305 <u>10.492.318.175,43</u>	306 <u>9.121.091.727,42</u>
III. Revaluation reserves	1307 _____	307 _____	308 _____
IV. Reserves	1309 _____	309 _____	310 _____
1. Legal reserve	1311 _____	311 _____	312 _____
2. Reserve for own shares or own corporate units	1313 _____	313 _____	314 _____
3. Reserves provided for by the articles of association	1315 _____	315 _____	316 _____
4. Other reserves	1317 _____	317 _____	318 _____
V. Profit or loss brought forward	1319 _____	319 <u>53.491.017,76</u>	320 <u>57.393.412,66</u>
VI. Profit or loss for the financial year	1321 _____	321 <u>62.910.678,50</u>	322 <u>-3.902.394,90</u>
VII. Interim dividends	1323 _____	323 _____	324 _____
VIII. Capital investment subsidies	1325 _____	325 _____	326 _____
IX. Temporarily not taxable capital gains	1327 _____	327 _____	328 _____
B. Subordinated debts	1329 _____	329 _____	330 _____
1. Convertible loans	1413 _____	413 _____	414 _____
a) becoming due and payable within one year	1415 _____	415 _____	416 _____
b) becoming due and payable after more than one year	1417 _____	417 _____	418 _____
2. Non convertible loans	1419 _____	419 _____	420 _____
a) becoming due and payable within one year	1421 _____	421 _____	422 _____
b) becoming due and payable after more than one year	1423 _____	423 _____	424 _____
C. Provisions	1331 _____	331 _____	332 _____
1. Provisions for pensions and similar obligations	1333 _____	333 _____	334 _____
2. Provisions for taxation	1335 _____	335 _____	336 _____
3. Other provisions	1337 _____	337 _____	338 _____
D. Non subordinated debts	1339 _____	339 <u>2.561.996.407,63</u>	340 <u>1.791.824.512,94</u>
1. Debenture loans	1341 _____	341 _____	342 _____
a) Convertible loans	1343 _____	343 _____	344 _____
i) becoming due and payable within one year	1345 _____	345 _____	346 _____
ii) becoming due and payable after more than one year	1347 _____	347 _____	348 _____

	Reference(s)	Current year	Previous year
b) Non convertible loans	1349 _____	349 _____	350 _____
i) becoming due and payable within one year	1351 _____	351 _____	352 _____
ii) becoming due and payable after more than one year	1353 _____	353 _____	354 _____
2. Amounts owed to credit institutions	1355 _____	355 <u>40.955.445,00</u>	356 <u>42.818.683,45</u>
a) becoming due and payable within one year	1357 _____	357 <u>40.955.445,00</u>	358 <u>42.818.683,45</u>
b) becoming due and payable after more than one year	1359 _____	359 _____	360 _____
3. Payments received on account of orders as far as they are not deducted distinctly from inventories	1361 _____	361 _____	362 _____
a) becoming due and payable within one year	1363 _____	363 _____	364 _____
b) becoming due and payable after more than one year	1365 _____	365 _____	366 _____
4. Trade creditors	1367 _____	367 _____	368 _____
a) becoming due and payable within one year	1369 _____	369 _____	370 _____
b) becoming due and payable after more than one year	1371 _____	371 _____	372 _____
5. Bills of exchange payable	1373 _____	373 _____	374 _____
a) becoming due and payable within one year	1375 _____	375 _____	376 _____
b) becoming due and payable after more than one year	1377 _____	377 _____	378 _____
6. Amounts owed to affiliated undertakings	1379 _____ Note 5	379 <u>2.520.132.755,63</u>	380 <u>1.743.420.861,84</u>
a) becoming due and payable within one year	1381 _____	381 <u>1.438.438.279,17</u>	382 <u>1.401.576.703,61</u>
b) becoming due and payable after more than one year	1383 _____	383 <u>1.081.694.476,46</u>	384 <u>341.844.158,23</u>
7. Amounts owed to undertakings with which the undertaking is linked by virtue of participating interests	1385 _____	385 _____	386 _____
a) becoming due and payable within one year	1387 _____	387 _____	388 _____
b) becoming due and payable after more than one year	1389 _____	389 _____	390 _____
8. Tax and social security debts	1391 _____	391 <u>1.238,51</u>	392 <u>365,49</u>
a) Tax debts	1393 _____	393 _____	394 _____
b) Social security debts	1395 _____	395 <u>1.238,51</u>	396 <u>365,49</u>

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	Reference(s)	Current year	Previous year
9. Other creditors	1397 _____	397 <u>906.968,49</u>	398 <u>5.584.602,16</u>
a) becoming due and payable within one year	1399 _____ <u>Note 10</u>	399 <u>906.968,49</u>	400 <u>5.584.602,16</u>
b) becoming due and payable after more than one year	1401 _____	401 _____	402 _____
E. Deferred income	1403 _____ <u>Note 11</u>	403 <u>4.361.921,59</u>	404 <u>6.548.694,20</u>
TOTAL (LIABILITIES)		405 <u>13.175.103.200,91</u>	406 <u>10.972.972.952,47</u>

Pentair International Holding S.à r.l.***Notes to the Annual Accounts for the period ended December 31, 2015******Note 1 - General Information***

Pentair International Holding S.à r.l. (hereafter the "Company") was incorporated in Luxembourg on January 11, 2012 under the legal form of a "Société à responsabilité limitée" for an unlimited period. The Company has been registered in Luxembourg under the number R.C.S. B 166.277 and has its registered office at Regus Center, 26 boulevard Royal, L-2449 Luxembourg. Its name was previously Tyco Flow Control International Holding S.à r.l. until September 28, 2012.

The main object of the Company is the acquisition and management of participations and the financing of related parties, mainly through its Swiss finance branch.

The financial year is from January 1 to December 31, except for the first financial period which ran from January 11, 2012 to December 31, 2012.

The Company is 100% owned by Pentair Finance S.A. "PFSA", a direct subsidiary of Pentair Investments Switzerland.

On September 28, 2012, the Tyco International Group completed the spin-off Pentair Ltd. (formerly known as Tyco Flow Control International Ltd. ("Tyco Flow Control")), formerly Tyco's North American residential security and flow control businesses, respectively, into separate, publicly traded companies in the form of a distribution to Tyco shareholders. Immediately following the spin-off, Pentair, Inc. was merged with a subsidiary of Tyco Flow Control in a tax-free, all-stock merger (the "Merger"), with Pentair Ltd. ("Pentair") succeeding Pentair Inc. as an independent publicly traded company.

The distributions, the Merger and related transactions are collectively referred to herein as the "2012 Separation". In conformity with Article 316 of the Commercial Law of August 10, 1915 as amended; The Company is exempted from the obligation to establish consolidated accounts. The annual accounts of the Company are included in the consolidated financial statements of Pentair Ltd (the ultimate company), located at Freier Platz 10, CH-8200, Schaffhausen, Switzerland, which produces consolidated accounts in accordance with accounting principle generally accepted in the United States of America. The shares of the ultimate parent company are quoted on the New York Stock Exchange.

Note 2 – Presentation of the comparative financial data

The figures for the year ended on December 31, 2014 relating to items "Value adjustments and fair value adjustments on financial fixed assets", "Other interest and similar financial charges", "Income from financial fixed assets" and "Other interest and similar financial income" have been reclassified to ensure comparability with the figures for the year ended on December 31, 2015.

Note 3 - Summary of significant accounting policies

The Company maintains its books and records in U.S. dollars ("USD") and the annual accounts have been prepared in accordance with Luxembourg legal and regulatory requirements including the following significant accounting policies:

Tangible fixed assets

Tangible fixed assets are valued at their purchase price including the expenses incidental thereto. Tangible fixed assets are depreciated on a straight line basis over their estimated useful economic lives.

Financial fixed assets

Financial assets are recorded at their acquisition price. The acquisition price includes charges and expenses in connection with the acquisition. At the end of each financial period, a provision is made on the basis of an evaluation of each individual asset, for any diminution in value which is considered, in the opinion of the Board of Directors, to be durable in nature.

Debtors

Debtors are valued at their nominal value. They are subject to value adjustments where their recovery is compromised. These value adjustments are not continued if the reasons for which the value adjustments were made have ceased to apply.

Pentair International Holding S.à r.l.**Notes to the Annual Accounts for the period ended December 31, 2015****Foreign currency translation**

Transactions expressed in currencies other than USD are translated into USD at the exchange rate effective at the time of the transaction.

The translation at the balance sheet date is made according to the following principles:

- Fixed assets expressed in a currency other than USD are translated into USD at historical exchange rates.
- Assets other than fixed assets and liabilities, covered by specific hedging arrangements, stated in currencies other than USD, are converted at rates implicit in the various hedging arrangements.
- All other assets expressed in a currency other than USD are valued individually at the lower of the value determined using the historical exchange rate and the value determined using the exchange rate prevailing at the balance sheet date.
- Income and charges in currencies other than USD are translated into USD at exchange rates prevailing at the transaction date.

Consequently, only realized foreign exchange gains and losses and unrealized foreign exchange losses are reflected in the profit and loss account.

Provision for taxation

Provisions for taxation corresponding to the difference between the tax liability estimated by the Company and the advance payments for the financial years for which the tax return has not yet been filed are recorded under the caption "Tax debts".

Interest income and expenses

Interest income and expenses are recorded on an accrual basis.

Note 4 - Tangible assets

The movements of the fiscal year 2015 are as follows:

IT (Hardware) equipment	Total USD
Gross book value - opening balance	13.158
Additions for 2015	-
Disposals for 2015	2.556
Gross book value - closing balance	10.602
Accumulated value adjustment - opening balance	9.177
Allocation for 2015	1.425
Reversals for 2015	-
Accumulated value adjustment - closing balance	10.602
Net book value - opening balance	3.982
Net book value - closing balance	-

Pentair International Holding S.à r.l.**Notes to the Annual Accounts for the period ended December 31, 2015****Note 5 - Financial assets**

The movements for the year 2015 are as follows:

Name of undertaking	Ownership	Net Book Value As at 31.12.2014	Acquisition	Disposal	Net Book Value As at 31.12.2015
Shares in Affiliated undertakings	(%)	USD	USD	USD	USD
Pentair Flow Control Int'l Holdings C LLC (USA)	100,00%	18.600.000	-	-	18.600.000
Pentair Finance Holding GmbH (Switzerland)	100,00%	6.787.944.259	1.830.770.017	(265.918.440)	8.471.260.268
Pentair Service Holding GmbH (Switzerland)	100,00%	97.800.000	-	(66.685.960)	31.004.040
Pentair Flow Control AG (Switzerland)	100,00%	-	210.000.000	-	210.000.000
Pentair Middle East Holding SarL (Luxembourg)	100,00%	-	-	(110.000)	(110.000)
Pentair Flow Control Holding Ltd. (Switzerland)	100,00%	115.250.000	-	-	115.250.000
Sempell GmbH (Germany)	100,00%	532.784.505	-	-	532.784.505
Pentair Thermal Management Ltd (Canada)	100,00%	169.000.000	-	-	169.000.000
Pentair Netherland Holding BV (Netherlands)	100,00%	283.966.672	-	-	283.966.672
Neotecha AG (Germany)	100,00%	11.400.000	-	-	11.400.000
Flow Control Holding GmbH&Co (Switzerland)	100,00%	3.400.000	-	-	3.400.000
Pentair Aquatic Eco-Systems (Canada)	100,00%	9.972.751	-	-	9.972.751
Pentair Holding III ApS (Denmark)	100,00%	8.600.000	-	-	8.600.000
Pentair Valves & Controls Ireland Ltd (Ireland)	100,00%	1.100.000	-	-	1.100.000
Hawley Group Canada Ltd (Canada)	100,00%	300.000	-	-	300.000
Tracer Industries Canada Ltd (Canada)	100,00%	107.000.000	-	-	107.000.000
Pentair Valves & Controls Polska SP zoo (Poland)	100,00%	5.200.000	-	-	5.200.000
PNR Technical Solutions Finland OY (Finland)	100,00%	34.200.000	-	-	34.200.000
Pentair V&C del Uruguay S.A. (Uruguay)	100,00%	6.000	-	-	6.000
Pentair Project Services Canada Inc (Canada)	100,00%	54.900.000	-	-	54.900.000
Pentair Thermal Management Polska SP zoo	100,00%	2.600.000	-	-	2.600.000
Pentair Internat. PLT Deutschland GmbH	100,00%	1	-	-	1
Servicios Tyco Inter. VE 1060, C.A (Venezuela)	100,00%	1	-	-	1
Pentair Valves & Controls Africa Pty Ltd	100,00%	400.000	-	-	400.000
Pentair Valves & Controls Canada Inc (Canada)	100,00%	60.500.000	-	-	60.500.000
Euratech Sdn. Bhd (Malaysia)	100,00%	8.200.000	-	-	8.200.000
Pentair Teknoloji Sistemleri (Turkey)	100,00%	284.995	-	-	284.995
Nuheat Industries Limited (Canada)	100,00%	-	35.708.598	-	35.708.598
Pentair Gulf Holding LLC (Dubai)	100,00%	372.533.333	30.000.000	-	402.533.333
Total Shares in affiliated undertakings		8.685.942.517	2.106.478.615	(332.714.400)	10.578.171.164

Pentair International Holding S.à r.l.**Notes to the Annual Accounts for the period ended December 31, 2015**

Name of undertaking	Ownership	Net Book Value As at 31.12.2014	Acquisition	Disposal	Net Book Value As at 31.12.2015
Participating interests	(%)	USD	USD	USD	USD
Pentair Valves & Controls Argentina SA	90,00%	8.200.000	3.500.000	-	11.700.000
Pentair Valves & Controls Distribution SA Ltd	80,00%	12.500.000	-	-	12.500.000
Pentair Thermal Management Belgium NV	99,99%	62.000.000	-	-	62.000.000
Pentair Valves & Controls Peru SA	99,99%	600.000	-	-	600.000
Pentair Valves & Controls Czech Sro	90,00%	3.700.000	-	-	3.700.000
SC FCT Industrial Srl (Romania)	99,99%	2.622.367	-	(2.622.367)	-
Pentair Valves & Controls Hungary Ltd	96,67%	2.500.000	-	-	2.500.000
Pentair Thermal Management Romania Srl	5,00%	2.600.003	-	-	2.600.003
Pentair European Security Holdings SA (France)	99,99%	113.312.727	-	-	113.312.727
Pentair Water Latinamerica (Argentina)	0,06%	1	-	-	1
Pentair Kenya Ltd (Kenya)	0,10%	293.970	-	-	293.970
PT Pentair Indonesia (Indonesia)	0,10%	-	1.000	-	1.000
Tamimi LLC (Saudi JV)	69,00%	-	186.361	-	186.361
Total Participating interests		208.329.068	3.687.361	(2.622.367)	209.394.061

In accordance with article 67(3)a of the law of December 19, 2002 as amended, the Company does not indicate, for undertakings in which it holds at least 20% of the capital, the amount of capital and reserves, and the amount of the result of the latest financial year of the undertakings for which the accounts have been approved.

During the year ended December 31, 2015, Pentair Finance SA acquired ERICO (Electric Railway Improvement Company) ; a global leader in each of their segments with strong brands (Caddy, Erico...) ; for USD 1.8 billion. Pentair Finance SA contributed ERICO down to the Company, and the Company has contributed it to its 100% affiliated subsidiary Pentair Finance Holding GmbH for USD 1.8 billion.

Pentair International Holding S.à r.l.**Notes to the Annual Accounts for the period ended December 31, 2015****Note 6 - Debtors - Amounts owed by & owed to affiliated undertakings**

The Company is a direct subsidiary of PFSA. Both legal entities are in charge of managing the intragroup financing activity.

The directors of the Company are of the opinion that no allowance for bad debt should be booked on the amounts owed by affiliated undertakings, and hence do not consider any allowance to be necessary.

	2015	2014
<u>Debtors – Affiliated undertakings</u>	USD	USD
Loans receivable (Branch)	10.290.240	10.772.940
Other trade receivable (Head Office)	124.087	419.706
Other deposits receivable (Branch)	444.834.153	374.851.853
Other deposits payable (Branch)	(1.438.438.279)	(1.401.576.704)
Becoming due & payable within one year	(983.189.799)	(1.015.532.215)
Other loans receivable (Head Office)	-	-
Other loans receivable (Branch)	1.932.272.626	1.692.519.654
Other loans payable (Branch)	(1.081.694.476)	(341.844.158)
Becoming due & payable after more than one year	850.578.150	1.350.675.496
Total amounts owed by affiliated undertakings	(132.611.649)	335.143.281

Note 7 - Deferred charges

	2015	2014
<u>Deferred charges</u>	USD	USD
Prepaid rent & expenses	-	20.613
Prepaid deposit	4.806	6.947
Total Deferred charges	4.806	27.559

Note 8 - Subscribed capital

As of December 31st, 2015, the subscribed capital of the Company is amounting to USD 25.000,00 represented by 500,000 shares with a nominal value of USD 0,05 each.

In accordance with Luxembourg Company Law, the Company is required to transfer a minimum of 5% of its net profit for each financial year to a legal reserve. This requirement ceases to be necessary once the balance of the legal reserve reaches 10% of the issued share capital. The legal reserve is not available for distribution to the shareholders.

Pentair International Holding S.à r.l.**Notes to the Annual Accounts for the period ended December 31, 2015****Note 9 - Share premium account and similar premiums**

The movements on the "Share premium and similar premiums" item during the year 2015 are as follows:

	2015	2014
	USD	USD
Share premium and similar premiums		
Opening balance	9.121.091.727	9.588.556.160
Shareholder Contribution	2.129.226.448	-
Surplus Adjustment (Historical Loan – Loan Contribution)	-	-
Dividend Distribution to PFSA	(758.000.000)	(467.464.432)
Closing balance	10.492.318.175	9.121.091.727

Note 10 - Creditors

Amounts due and payable within one year for the accounts shown under "Non-subordinated debts" are as follows:

	2015	2014
	USD	USD
Tax and Social security debts	1.239	365
Income Tax	-	-
Income Tax (Schaff Branch)	399.895	1.653.890
Withholding Tax (Schaff Branch)	251.496	297.000
Other expenses (including Swap from the Branch)	254.338	3.633.347
Total	906.968	5.584.602

Note 11 - Deferred income

In 2012, the Company calculated the deferred income on foreign exchange gain using a loan by loan methodology. From 2013, the Company decided to change to a currency by currency methodology in order to reflect the extent and the economic benefit of the natural hedging of assets and liabilities in the same currency. This methodology permits to offset foreign exchange gains with losses when arising in the same currency.

	2015	2014
	USD	USD
Deferred income on foreign exchange gain	-	2.015
Deferred income on foreign exchange gain (Schaff Branch)	4.361.922	6.546.680
Total	4.361.922	6.548.694

Pentair International Holding S.à r.l.**Notes to the Annual Accounts for the period ended December 31, 2015****Note 12 – Other interest and other financial income /charges**

12.1 Value adjustment (loss on disposal of affiliated undertakings)	2015	2014
	USD	USD
Impairment on Pentair Middle East Holding	305.715	7.366.667
Impairment on Pentair China	(79)	68.793
Impairment on FCT Romania	2.623.034	-
Total	2.928.670	7.435.460
12.2 Dividend from other undertakings	2015	2014
	USD	USD
Dividend distribution from Pentair Holding C	1.932.821	2.128.165
Dividend distribution from Pentair Service Holding	97.577.693	-
Total	99.510.514	2.128.165

During 2015, the Company received a dividend out of retained earnings from Pentair Service Holding GmbH.

During 2014, the Company received a dividend in-kind from Pentair Middle East Holding SARL in the in the form of the outstanding shares of Pentair Gulf Holding Limited (formerly KEF Holding Ltd.) with a value of USD 372,533,334. The Company recorded an impairment of Pentair Middle East Holding SARL for a value of USD 379,900,000.

Note 13 – Staff

	2015	2014
Employees	1	1

From 2012, the Company did not grant any advances or guarantees to the members of the administrative, managerial and supervisory bodies in that capacity and there has been no commitments arising or entered in respect of retirement pensions for former members of those bodies.

Note 14 – Related parties transactions

The transactions with related parties that occurred during the year are related to financing activities (refer to note 5).

Note 15 – Subsequent events

The Board of Directors took the decision, during the Board meeting, that Pentair Services Holding GmbH will make a distribution to the Company on May 10th, 2016 for an amount of the USD equivalent of CHF 38 million and that Pentair finance Holding GmbH will make a distribution to the Company on May 10th, 2016 for an amount of USD 180 million.

Pentair International Holding S.à r.l.

Société à responsabilité limitée

(Private limited liability company)

Registered office: 26, Boulevard Royal, L-2449 Luxembourg

Grand-Duchy of Luxembourg

Share capital : USD 25,000

R.C.S. Luxembourg: B 166.277

(the "**Company**")

Allocation of the result of the Company for the financial year started on January 1st, 2015 and ended on December 31, 2015 as approved by the annual general meeting of the sole shareholder:

The result for the financial year mentioned hereabove is a profit amounting to USD 62,910,678.50.

As recommended by the board of managers of the Company, the sole shareholder resolved to allocate the 2015 profit to the profit or loss brought forward account of the Company.

In the name and on behalf of the Company

Benjamin Peric, manager